

HOGAN & HARTSON  
L.L.P.

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September 16, 1999

BY HAND DELIVERY

RECORDATION NO.

17387-D  
FILED

SEP 17 '99

11-00AM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

Pursuant to the provisions of 49 U.S.C. § 11301 and in accordance with 49 C.F.R. § 1177, the secondary document described below is enclosed herewith for filing and recordation:

One (1) executed original and two (2) certified copies of a First Supplemental Trust Agreement dated as of May 15, 1999. The original Equipment Trust Agreement was filed on May 27, 1993 under ICC Recordation #17387-C.

The names and addresses of the parties to this document are as follows:

Company: Union Tank Car Company  
225 West Washington Street  
Chicago, IL 60606

Trustee: U.S. Bank Trust National Association (as successor  
to BankAmerica National Trust Company)  
Corporate Trust Dept.  
100 Wall Street, Suite 1600  
New York, NY 10005

A description of the railroad equipment subject to this Supplemental Trust Agreement is set forth in Schedules A and B to the document.

BRUSSELS BUDAPEST LONDON MOSCOW PARIS\* PRAGUE\* WARSAW

BALTIMORE, MD COLORADO SPRINGS, CO DENVER, CO LOS ANGELES, CA MCLEAN, VA NEW YORK, NY ROCKVILLE, MD

\\DC - 57816/3 - #946495 v1

\*Affiliated Office

#233470

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Mr. Vernon A. Williams

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Also enclosed is a payment in the amount of \$26.00 in order to cover the required recordation fee. Please return to bearer one (1) of the stamped copies of the enclosed document.

Sincerely,

A handwritten signature in cursive script that reads "Bonnie Millar".

Bonnie Millar  
Legal Assistant

BMM/bmm

Enclosures

FIRST SUPPLEMENTAL TRUST AGREEMENT

RECORDATION NO. 17387-D FILED

UNION TANK CAR COMPANY (SERIES 23)

SEP 17 '99

11-00AM

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of May 15, 1999, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and U.S. Bank Trust National Association, formerly known as First Trust New York, N.A., as successor to BankAmerica National Trust Company ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 27, 1993 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 23) in the aggregate principal amount of \$87,000,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.


3. Concerning Trustee. Trustee accepts the provisions of this First Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as supplemented. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this First Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be


and remain in full force and effect. This First Supplemental Trust Agreement may be executed in one or more counterparts, each of which shall be an original.

Company and Trustee have caused this First Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

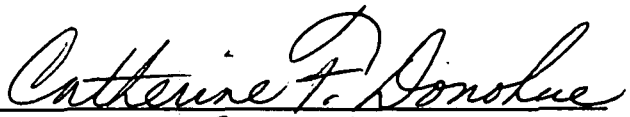
UNION TANK CAR COMPANY

By:   
R.C. Gluth,  
Executive Vice President


Attest:

  
Robert W. Webb, Secretary

U.S. BANK TRUST NATIONAL ASSOCIATION,  
as Trustee

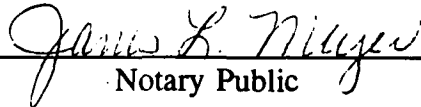
By:   
Title: VICE PRESIDENT

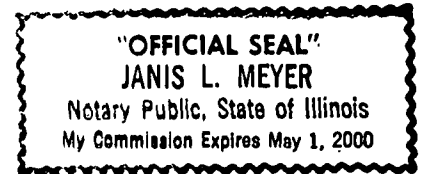
Attest:

  
TRUST OFFICER

STATE OF ILLINOIS       )  
                                      ) ss  
COUNTY OF COOK        )

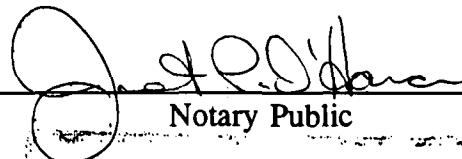
On September 7, 1999, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
\_\_\_\_\_  
Notary Public



STATE OF NEW YORK     )  
                                      ) ss  
COUNTY OF NEW YORK   )

On September 7, 1999, before me personally came Catherine F. Donohue, to me known, who, being by me duly sworn, did depose and say that she is Vice President of U.S. Bank Trust National Association, one of the corporations described in and which executed the foregoing instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that she signed her name thereto by like order.

  
\_\_\_\_\_  
Notary Public

JANET F. O'HARA  
Notary Public, State of New York  
No. 010H5087549  
Qualified in Queens County  
Commission Expires Nov. 3, 99

2/15/99

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A

CERTIFICATE TRUST SERIES: R023 (SERIES R-23)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
3	T055	20,600 GAL.	UTLX 130357-130359
1	T107	27,000 GAL.	UTLX 202339
<u>7</u>	T106	24,300 GAL.	CELX 22147, 22160-22165
11 TOTAL			

2/15/99

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 23 (R23)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T055	20,900	UTLX 130155
2	T104	17,500	CCLX 1379, 1401
3	T105	20,000	UTLX 643217, 643223, 643840
6	T106		UTLX 201675, 643430, 643933 PROX 74202, 74235, 74238
1	T107	25,700	UTLX 643720
<u>2</u>	T108	30,000	UTLX 201331, 201655
15	TOTAL		

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September 16, 1999

I certify that I have compared the original and this copy of the First Supplemental Trust Agreement, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Signed:

Bonnie Millar

Bonnie Millar

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